

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO,

(Jointly Administered)

et al.,

Debtors.¹

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OMNIBUS ORDER AWARDING INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES FOR THE SECOND INTERIM
COMPENSATION PERIOD FROM OCTOBER 1, 2017 THROUGH JANUARY 31, 2018

This matter coming before the Court on the interim fee applications (together, Dkt. Nos. 2780, 2754, 2791, 2758, 2759, 2760, 2761, 2781, 2801, 2800, 2721, 2725, 2728, 2726, 2727, 2735, 2757, 2741, 2743, 2740, 2724, 2734, 2737, and 2719 the (“Applications”)) indicated as “Recommended for Approval” on the attached Exhibit A, pursuant to sections 316

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including—except as indicated on **Exhibit A**—all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Period**”); filed in accordance with the Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Dkt. No. 1150] (the “**Interim Compensation Order**”); the First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); and the Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief (Dkt. No. 1416) (the “**Fee Examiner Order**”); and the Court having reviewed the Applications and/or the omnibus report filed by the Fee Examiner with respect to the Applications (*see* Dkt. No. 3193); and the Court finding that:

(a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and

(b) notice of the Applications and the hearing thereon being adequate under the circumstances;

and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications, and no objections having been filed; now therefore

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis, to the extent set forth on the attached **Exhibit A**.
2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Period and (b) interim reimbursement for actual and necessary

expenses incurred during the Compensation Period, each in the respective amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay, except as otherwise indicated on **Exhibit A**, each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Period.

4. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay any remaining amounts due under the *Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the First Interim Compensation Period From May 3 Through September 30, 2017* (Dkt. No. 2685), with the adjustments noted on the attached **Exhibit B** under the columns “Fee Examiner’s Recommended Fee Adjustments” and “Fee Examiner’s Recommended Expense Adjustments.”

5. Pursuant to the Fee Examiner’s report, the second interim fee applications of Proskauer Rose LLP, O’Neill & Borges LLC, McKinsey & Company, Inc., Deloitte Financial Advisory Services LLP, Luskin Stern & Eisler LLP, Citigroup Global Markets, Inc., Andrew Wolfe, DLA Piper LLP, Ankura Consulting Group LLC, Zolfo Cooper LLC, Segal Consulting, and Marchand ICS Group [Dkt. Nos. 2868, 2870, 2872, 2876, 2874, 2859, 2756, 3017, 2729, 2944, 2718, 2753, 2778, 2751, 2755, 2739, 2742, and 2736] and the first interim fee applications of Proskauer Rose LLP [Dkt. Nos. 2068, 2043, 2045, 2053, and 2066] are hereby adjourned for consideration at the July 25, 2018 omnibus hearing.

6. This order resolves Docket Entry Nos. 2780, 2791, 2758, 2759, 2760, 2761, 2781, 2801, 2800, 2721, 2725, 2728, 2726, 2727, 2735, 2757, 2741, 2743, 2740, 2724, 2734, 2737, 2719.

SO ORDERED.

Dated: June 8, 2018

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge